

Form 203—General Information
(Articles of Incorporation—Professional Corporation)

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

- **Article 1—Corporate Name:** Provide a corporate name and organizational ending. The corporate name must include one of the words of incorporation required for business corporations or an abbreviation thereof, or the phrase “Professional Corporation” or the initials “P.C.” The professional corporation may not adopt any name contrary to the ethics of the profession being incorporated. Many professions require that the name of the professional be included in the corporate name. Consult the regulatory board of the profession prior to filing the articles of incorporation. In addition, if the name chosen is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at www.sos.state.tx.us/tac/index.html. If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to corpinfo@sos.state.tx.us. **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.” Also note that the pre-clearance of a name or the issuance of a certificate of incorporation under a name does not authorize the use of a name in violation of another person’s rights to the name.**

- **Article 2—Registered Agent and Registered Office:** The registered agent can be either: (Option A) a Texas corporation or other entity, such as a limited liability company, limited partnership, partnership, or other legal entity organized under the laws of this state, or a foreign corporation or other foreign entity authorized to transact business in this state; or (Option B) an individual resident of the state. **The corporation cannot act as its own registered agent: do not enter the corporate name as the name of the registered agent.**

The registered office address must be an address that is generally open during normal business hours so that the registered agent may accept service of process. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**

- **Article 3—Directors:** A minimum of one director is required. A director must be a natural person; there are no residency requirements for directors. **Only persons duly licensed in Texas to render the professional service for which the corporation is organized may serve as directors or officers.**

- **Article 4—Authorized Shares:** Shares represent ownership interest in the corporation. A professional corporation, other than a professional legal corporation, may issue shares only to natural persons duly licensed in Texas to render the same professional service for which the corporation is organized. The total number of shares that the corporation will have authority to issue must be provided in Article 4. Once you have indicated the total number of shares, you must select and complete option A (stated par value) **or** select option B (no par value).

Option A—Par Value: “Par value” means the stated dollar amount assigned to a share. In general terms, it represents the minimum stated amount for which each share shall be issued. For example: If the corporation has authorized a total of 1,000 shares of common stock of \$1.00 par value, and if payment for the share is to be made in cash, the corporation must receive at least \$1.00 for each

share issued. Do not state that the shares have \$0 par value when you mean to indicate that the shares are to be without a stated par value.

Option B—No Par Value: Shares that are designated as having no par value may be issued for an amount of consideration determined by the board of directors.

- **Article 5—Duration:** This form creates a corporation with a perpetual existence. If you wish to form a corporation with a stated period of duration, then you should not use this form.

- **Article 6--Purpose:** Except as noted below, a professional corporation may be organized under the Texas Professional Corporation Act [TPCA] only for the purpose of rendering one specific type of professional service and services ancillary thereto. A professional service is defined as any type of personal service that requires, prior to rendering such service, the obtaining of a license, and which cannot be performed by a corporation.

Permitted Professionals: Professionals that may form professional corporations include: accountants; acupuncturists; athletic trainers; attorneys; nurses; insurance agents; and physical, occupational, respiratory care, and massage therapists.

Excluded Professionals: Doctors of medicine and osteopathy are specifically excluded from the provisions of the TPCA. Professionals that form business corporations rather than professional corporations include: engineers; architects; registered public surveyors; speech pathologists or audiologists; pharmacists; real estate brokers/agents; private security investigators; interior designers; and court reporters. A CPA firm that is to include non-CPA owners should be formed as a business corporation rather than a professional corporation.

Permitted Multi-Practice: Professionals, other than physicians, engaged in related mental health fields such as psychology, clinical social work, licensed professional counseling, and licensed marriage and family therapy are permitted to jointly form and own a professional corporation to perform professional services that fall within the scope of practice of those practitioners. The state agencies exercising regulatory control over these professions continue to exercise regulatory authority over their respective licenses.

- **Supplemental Provisions:** Additional space has been provided for additional text to an article within this form or to provide for additional articles to contain optional provisions.

- **Incorporator:** Only one incorporator is required for the formation of a corporation. An incorporator may be a natural person 18 years of age or older, or any corporation, partnership, or other entity; there are no residency requirements for an incorporator. The incorporator of a professional corporation is not required to be duly licensed in Texas to render the professional service for which the corporation is organized.

- **Effective Date:** Articles of incorporation become effective as of the date of filing by the secretary of state. However, pursuant to Article 10.03 of the Texas Business Corporation Act, which is applicable to professional corporations, the effectiveness of the articles of incorporation may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.

- **Execution:** The incorporator must sign the articles of incorporation. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if

the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

Payment and Delivery Instructions: Mail the completed form, together with the filing fee of \$300 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709. If you transmit your document by fax, then you must provide your credit card information with the transmission (**Form 807**).

• **FOR YOUR INFORMATION: Franchise Taxes:** Corporations are subject to a state franchise tax. Contact the Comptroller of Public Accounts, Tax Assistance Section, Austin, Texas, 78774-0100, (512) 463-4600 or (800) 252-1381 for franchise tax information. For information relating to federal employer identification numbers, federal income tax filing requirements, tax publications and forms call (800) 829-3676 or visit the Internal Revenue Service web site. The Corporations Section home page provides links to the IRS and Texas Comptroller web sites.

Timely Filings: Article 9.07 of the Texas Business Corporation Act, which is applicable to professional corporations, provides for a penalty for the failure to timely file with the secretary of state: (1) a statement of change of registered office or registered agent; and (2) articles of dissolution upon winding up and liquidation of the professional corporation. To be timely, the appropriate filing must be made by the corporation within thirty (30) days of the action/event.

Form 203
(revised 9/03)

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$300



This space reserved for office use.

Articles of Incorporation
Pursuant to Article
1528e
Texas Professional
Corporation Act

Article 1 – Corporate Name

The corporation formed is a professional corporation. The name of the corporation is as set forth below:

The name must contain one of the words of incorporation required for business corporations or an abbreviation thereof, or the phrase "Professional Corporation" or the initials "P.C." The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 – Registered Agent and Registered Office (Select and complete either A or B and complete C)

☐ A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
		TX	

Article 3 – Directors

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

Director 1: First Name	M.I.	Last Name	Suffix

Street Address	City	State	Zip Code

Director 2: First Name	M.I.	Last Name	Suffix

Street Address	City	State	Zip Code

Director 3: First Name	M.I	Last Name	Suffix
Street Address	City	State	Zip Code

Article 4 – Authorized Shares

☐ A. The total number of shares the corporation has authority to issue is _____ and the par value of each of the authorized shares is \$ _____

OR (You must select and complete either option A or option B, do not select both.)

☐ B: The total number of shares the corporation is authorized to issue is _____ and the shares shall have no par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, the par value (or statement of no par value), and the preferences, limitations, and relative rights of each class in the space provided for supplemental information on this form.

Article 5 – Duration

The period of duration is perpetual.

Article 6 – Purpose

The purpose for which the corporation is organized is for the rendition of the professional service set forth below (only one specific type of professional service is permitted) and services ancillary to the rendition thereto.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Incorporator

The name and address of the incorporator is set forth below.

Name

Street Address

City

State

Zip Code

Effective Date of Filing

☐ This document will become effective when the document is filed by the secretary of state.

OR

☐ This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is _____

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

Signature of incorporator